

**Argo Global Listed Infrastructure Limited** ABN 23 604 986 914**NOTICE OF 2016 ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE FIRST ANNUAL GENERAL MEETING (Meeting) OF SHAREHOLDERS OF ARGO GLOBAL LISTED INFRASTRUCTURE LIMITED (AGLI or Company) WILL BE HELD AT ADELAIDE OVAL, WAR MEMORIAL DRIVE, NORTH ADELAIDE ON WEDNESDAY 26 OCTOBER 2016 AT 12.30pm.

**ORDINARY BUSINESS****1. Financial and other Reports**

To receive and consider the Financial Report and the reports of the Directors and the Auditor in respect of the financial year ended 30 June 2016.

**2. Adoption of Remuneration Report**

To adopt the Remuneration Report for the financial year ended 30 June 2016.

*Note - the vote on this item is advisory only and does not bind the Directors or the Company.*

Voting Exclusion Statement

The Company will disregard any votes cast on Item 2 by or on behalf of a member of the Company's key management personnel (KMP) whose remuneration details are disclosed in the Remuneration Report, or by or on behalf of a closely related party of a member of the KMP, in any capacity, unless the vote is cast as proxy for a person who is entitled to vote and:

- the proxy's appointment directs how the proxy is to vote; or
- the vote is cast by the person chairing the Meeting, in accordance with the stated voting intentions of the Chairman of the Meeting.

Chairman of the Meeting authorised to exercise undirected proxies

The Chairman of the Meeting will be a member of the key management personnel (KMP), details of whose remuneration is included in the Remuneration Report. You should be aware that the Chairman of the Meeting intends to vote undirected proxies in favour of Item 2. By appointing the Chairman of the Meeting to be your proxy, you **expressly authorise** the Chairman of the Meeting to exercise your proxy in relation to Item 2 (including an undirected proxy) even though the Chairman of the Meeting is a member of the KMP. A shareholder may appoint the Chairman of the Meeting as proxy with a direction to cast the votes contrary to the Chairman's stated voting intentions, or to abstain from voting on that resolution.

**3. Re-election of Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr. Ian Martin AM, a Director who will retire by rotation at the close of the Meeting in accordance with clause 59 of the Company's Constitution, being eligible, be re-elected as a Director of the Company."

**4. Election of Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mrs. Andrea Slattery, who was appointed to the Board as a Non-executive Director on 27 April 2015 and will retire at the close of the Meeting in accordance with clause 58 of the Company's Constitution, being eligible, be elected as a Director of the Company."

## 5. Election of Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr. Gary Simon, who was appointed to the Board as a Non-executive Director on 27 April 2015 and will retire at the close of the Meeting in accordance with clause 58 of the Company’s Constitution, being eligible, be elected as a Director of the Company.”

## 6. Appointment of Auditor

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That PricewaterhouseCoopers, having been duly nominated by a shareholder of the Company and having consented in writing to act, be appointed as Auditor of the Company.”

By order of the Board  
T.C.A. Binks  
Company Secretary  
19 September 2016

## Voting Information

1. The Company has determined that for the purpose of voting entitlements at the Meeting, shares of the Company will be taken to be those held by the shareholders recorded on the register as at 7.00pm (Adelaide time) on Monday 24 October 2016.
2. A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:
  - appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act 2001; and
  - provides satisfactory evidence of the appointment of its corporate representative.

A form of proxy is enclosed. To be effective, the document appointing the proxy (and the Power of Attorney, if any, under which it is signed) must be received by the Company not later than 48 hours before the Meeting, being 12.30pm (Adelaide time) on Monday 24 October 2016.

A proxy form and proxy appointment authorities may be lodged with the Company’s share registry:

In person at:       Computershare Investor Services Pty Limited, Level 5, 115 Grenfell Street, Adelaide, SA 5000 Australia.

By mail to:         Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC 3001 Australia.

By facsimile to:   1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Vote online:        Shareholders can also cast their proxy votes online using a computer or smartphone at [www.investorvote.com.au](http://www.investorvote.com.au). To use this facility you will need your holder number (SRN or HIN), postcode and control number as shown on the proxy form.

Custodian voting: For Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your proxy voting intentions.

3. A shareholder entitled to attend and vote at this Meeting may appoint not more than two proxies (who need not be shareholders of the Company) to attend and vote in the shareholder's place. A shareholder may direct their proxy how to vote using the FOR, AGAINST or ABSTAIN boxes provided next to each resolution on the proxy form.

If a shareholder appoints one proxy, that proxy is entitled to vote on the taking of a poll or on a show of hands unless the proxy has two or more appointments that specify different ways to vote on a resolution, in which case the proxy must not vote on a show of hands.

If a shareholder appoints two proxies, neither proxy is entitled to vote on a show of hands, but each proxy is entitled to vote in the percentage or number specified by the shareholder on the taking of a poll. If no percentage or number is specified, each proxy is entitled to vote half of the shareholder's votes.

If a proxy does not attend the Meeting or chooses not to vote as proxy on a resolution where a poll is taken, the Chairman of the Meeting will be taken to have been appointed as the shareholder's proxy for the purposes of that poll. The Chairman of the Meeting will cast the shareholder's votes in accordance with any directions provided on the proxy form, or if no directions are provided, in accordance with the stated voting intentions of the Chairman of the Meeting, to the extent permitted by law. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention, in which case an ASX announcement will be made by the Company.

4. The proxy form must be signed by the shareholder or the shareholder's attorney duly authorised in writing. In the case of joint shareholders, the proxy form may be signed by any of the shareholders or attorneys. If the shareholder is a body corporate, the proxy form must be signed in accordance with the corporation's constitution and (if applicable) the Corporations Act 2001 or by its duly authorised attorney or representative.

If you lodge your proxy vote online, you will be taken to have signed the proxy form if it is lodged in accordance with the instructions on the website.

## EXPLANATORY NOTES

### FINANCIAL REPORTS

#### **Item 1: Financial and other Reports**

Section 317 of the Corporations Act 2001 requires each of the Financial Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report for the last financial year to be laid before the Annual General Meeting.

There is no requirement for these reports to be formally approved by shareholders.

The reports referred to in Item 1 of the Notice of Annual General Meeting are included in the Annual Report sent to shareholders who have requested to receive a copy. If you have not elected to receive a hard copy of the Company's 2016 Annual Report, it can be accessed on the Company's website at [www.argoinfrastructure.com.au](http://www.argoinfrastructure.com.au).

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business, operations and management of the Company.

### REMUNERATION REPORT

#### **Item 2: Adoption of the Remuneration Report**

The Company's Remuneration Report forms part of the Directors' Report for the year ended 30 June 2016 and is set out on pages 13 to 14 of the Company's 2016 Annual Report. The Remuneration Report is submitted to shareholders for consideration and adoption by way of a non-binding resolution.

However, if the Company's Remuneration Report receives a 'no' vote of 25 per cent or more at two consecutive annual general meetings, a resolution must then be put to shareholders at the second annual general meeting as to whether another meeting should be held (within 90 days) at which all Non-executive Directors who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and comment on the Remuneration Report.

***The Directors unanimously recommend that shareholders vote in favour of Item 2, noting that each Director has a personal interest in his or her own remuneration from the Company.***

### ELECTION OF DIRECTORS

At this Annual General Meeting, Mr. Ian Martin AM is the Non-executive Director due to retire by rotation pursuant to the Company's Constitution and the ASX Listing Rules.

Mr. Martin is retiring from office in accordance with clause 59 of the Company's Constitution and, being eligible, is seeking re-election as a Director of the Company. Details of the qualifications and experience of Mr. Martin follow.

In addition, Mrs. Andrea Slattery and Mr. Gary Simon are seeking election as Directors by shareholders in accordance with clause 58 of the Company's Constitution, following their appointments to the Board on 27 April 2015.

**Item 3: Re-election of Mr. Ian Martin AM** BEc(Hons), FAICD

Ian Martin has been a non-independent, Non-executive Director of the Company since it was incorporated on 26 March 2015. He is Chairman of the Board of Directors.

He has been an independent, Non-executive Director of Argo Investments Limited (Argo) for the past 11 years and has been Chairman of the Argo Board since 2012. He is also Chairman of Argo Service Company Pty Ltd, Argo's wholly-owned subsidiary which acts as Manager to the Company.

Mr. Martin has over 30 years of experience in economics, investment management, superannuation, investment banking and financial services, including roles in many different facets of the Australian and international financial sectors.

He is a former Chief Executive Officer of the BT Financial Group, and a former Global Head of Investment Management and member of the Management Committee of Bankers Trust Corporation. He was a director of Bankers Trust Australia Ltd. and various companies affiliated with the BT Financial Group. He has previously been a non-executive director of GPT Group and Babcock & Brown Limited.

Earlier in his career, Mr. Martin worked at the Australian Treasury for eight years as an economic policy adviser before spending two years as Chief Economist of Citigroup in Australia. He was the inaugural Chairman of the Investment and Financial Services Association and was a Panel Member of the Australian Superannuation System Review (Cooper Review).

He holds an Honours degree in Economics from the University of Adelaide, an Advanced Diploma from the Australian Institute of Company Directors and has completed senior executive programs in investment management at London Business School and AIMR/Princeton University.

Mr. Martin is also a member of the board of UniSuper Limited, and he is Vice Chairman, Asia Pacific, of Berkshire Capital. In addition, he has been Chairman of the Wayside Chapel Foundation since 2006 and has worked with a number of other charitable organisations.

***The Directors (excluding Mr. Martin) unanimously recommend that shareholders vote in favour of Item 3.***

**Item 4: Election of Mrs. Andrea Slattery** BAcc, MComm, CPA, CPA-FPS, SSA, FAICD

Andrea Slattery joined the Board on 27 April 2015 as an independent, Non-executive Director. She is a member of the Audit & Risk Committee.

Mrs. Slattery has worked in the Australian financial services industry for over 25 years, and has played a key role in the growth and recognition of the self-managed superannuation fund (SMSF) sector, including as co-founder and current Managing Director and CEO of the SMSF Association. Her work has involved advising the highest levels of Federal Government and Opposition, regulators and other industry stakeholders. She was awarded 'Woman of the Year' in the Australian Women in Financial Services Awards 2014: Money Management - Super Review.

Her leadership in establishing and developing the professionalism and regulatory environment of the SMSF sector brings governance expertise to the Company and provide valuable insights into this growing pool of investors.

Mrs. Slattery is also a director of the South Australian Cricket Association, the Adelaide Oval Stadium Management Authority Ltd (alternate) and Adelaide University International Centre for Financial Services. She also has board experience with various foundations and not-for-profit organisations.

***The Directors (excluding Mrs. Slattery) unanimously recommend that shareholders vote in favour of Item 4.***

**Item 5: Election of Mr. Gary Simon** MComm, ACA, FAICD

Gary Simon joined the Board on 27 April 2015 as an independent, Non-executive Director. He is Chair of the Audit & Risk Committee.

He has extensive board and management experience in funds management, banking and corporate treasury. He also has specific experience in the infrastructure sector.

Mr. Simon was previously Head of Investments Group at ABN AMRO Australia with responsibility for the bank's equity investments in infrastructure assets and boutique financial services entities. He has previously been Chairman of the ABN AMRO Social Infrastructure Trust, a member of the trust's Investment Committee and a member of the ABN AMRO Australia Investment Committee. He has also been a director of various infrastructure assets, including Connector Motorways Group Limited and Cross City Tunnel Limited. In addition, he was previously a director of RiverCity Motorways Management Limited, Absolute Capital Group, Bluestone Mortgage Group and Broker One.

He is also a former Chief Operating Officer of Challenger International and a former Group Treasurer of Australian National Industries. After starting his career in chartered accounting, he worked in treasury and banking roles at Commonwealth Industrial Gases, ANZ Banking Group and IBJ Australia Bank.

Mr. Simon is currently a Senior Consultant with Aquasia Pty Ltd and has advised a variety of clients including Federal Government, private equity and not-for-profit sectors.

***The Directors (excluding Mr. Simon) unanimously recommend that shareholders vote in favour of Item 5.***

**AUDITOR APPOINTMENT**

**Item 6: Appointment of Auditor**

PricewaterhouseCoopers (PwC) was appointed as Auditor of the Company by the Board following the Company's incorporation on 26 March 2015.

In accordance with the Corporations Act, that appointment will lapse at the Annual General Meeting. Accordingly, the Company is seeking shareholder approval for the continued appointment of PwC as the Company's Auditor.

PwC has been duly nominated for appointment as the Company's Auditor by a shareholder of the Company, as required by section 328B of the Corporations Act. A copy of the shareholder's written notice of nomination is shown below.

16 August 2016

Argo Global Listed Infrastructure Limited  
Level 12, 19 Grenfell Street  
Adelaide SA 5000

**Notice of Nomination of Auditor**

*In accordance with section 328B(1) of the Corporations Act 2001, I, Timothy Campbell Agar Binks, being a shareholder of Argo Global Listed Infrastructure Limited (Company), hereby nominate PricewaterhouseCoopers for appointment as Auditor of the Company.*

*Yours sincerely,*



Timothy Campbell Agar Binks

***The Directors unanimously recommend that shareholders vote in favour of Item 6.***




## Argo Global Listed Infrastructure Limited

ABN 23 604 986 914

### Lodge your vote:

  **Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 389 922  
(outside Australia) +61 3 9415 4610

## Proxy Form - 2016 Annual General Meeting



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote

**Control Number:**

**SRN/HIN:**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective, it must be received by 12.30 p.m. (Adelaide time) on Monday 24 October 2016**

### How to vote on items of business

All your shares will be voted in accordance with your directions.

#### Appointment of proxy

**Voting 100% of your holding:** You may direct your proxy how to vote by marking one of the boxes opposite each item of business. If you mark more than one box on an item, your vote will be invalid on that item.

If you do not mark a box, your proxy may, to the extent permitted by law, vote as they choose on that item. However, note that if the Chairman of the Meeting is your proxy, he will vote your undirected proxy in accordance with the voting intentions set out in Step 2.

**Voting a portion of your holding:** You may indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box(es). The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you appoint two proxies, you must specify the percentage or number of shares for each proxy to vote, otherwise each proxy may exercise half of the votes. When appointing a second proxy, write both names and the percentage or number of shares for each to vote in Step 1 overleaf.

**A proxy need not be a shareholder of the Company.**

### Signing instructions for postal forms

**Individual:** Where the holding is in one name, the shareholder or attorney must sign.

**Joint Holding:** Where the holding is in more than one name, any of the shareholders or attorneys may sign.

**Power of Attorney:** Where the proxy is signed by the shareholder's attorney and if the Power of Attorney has not already been lodged with the share registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

**Bring this form to assist registration.** If a representative of a corporate shareholder or proxy is to attend the Meeting, you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a proxy to vote on your behalf

I/We being a member/s of Argo Global Listed Infrastructure Limited hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the **Annual General Meeting of Argo Global Listed Infrastructure Limited to be held at Adelaide Oval, War Memorial Drive, North Adelaide, South Australia on Wednesday 26 October 2016 at 12.30 p.m.** and at any adjournment or postponement of that Meeting.

**Chairman of the Meeting authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), **I/we expressly authorise** the Chairman of the Meeting to the extent permitted by law, to exercise my/our proxy on **Item 2** (except where I/we have indicated a different voting intention below) even though **Item 2** is connected directly or indirectly with the remuneration of a member of the key management personnel of Argo Global Listed Infrastructure Limited, which includes the Chairman of the Meeting.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman of the Meeting to vote for or against or abstain from voting on **Item 2** by marking the appropriate box in Step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands. Poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS		For	Against	Abstain
2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Director - Mr. Ian Martin AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Director - Mrs. Andrea Slattery	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Election of Director - Mr. Gary Simon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Note:** The Chairman of the Meeting intends to vote all available proxies in favour of each item of business, to the extent permitted by law. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Shareholder(s)

*This section must be completed.*

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_